

**THE
GREENBRIER
COMPANIES**

The Greenbrier Companies

One Centerpointe Drive Suite 200
Lake Oswego Oregon 97035
503 684 7000

18395
SEP 13 1993 - 3 05 PM
INTERSTATE COMMERCE COMMISSION

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OFFICE OF THE
SECRETARY
SEP 13 3 00 PM '93
LICENSING BRANCH

September 9, 1993

Mr. Sidney L. Strickland, Jr.
Secretary
Interstate Commerce Commission
12th and Constitution Avenues, N.W.
Washington, D.C. 20423

Dear Mr. Strickland:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11303(a) are three (3) originals and two (2) photocopies of a Memorandum of Lease Agreement dated as of July 14, 1993, a primary document as defined in the Rules for the Recordation of Documents, 49 C.F.R. Section 1177.

The names and addresses of the parties to the enclosed document are:

Lessor: Greenbrier Leasing Corporation
One Centerpointe Drive, Suite 200
Lake Oswego, Oregon 97035

Lessee: CSX Transportation, Inc.
500 Water Street
Jacksonville, Florida 32202

A description of the railroad equipment covered by the enclosed document is:

Twenty (20) 60' 9", 70-ton, 9' 6" inside width 12' 9½" inside height
autoparts boxcars bearing marks and numbers CSXT 173332 through
CSXT 173351, inclusive.

Also enclosed is a payment of \$16 payable to the order of the Interstate
Commerce Commission covering the required recordation fee.

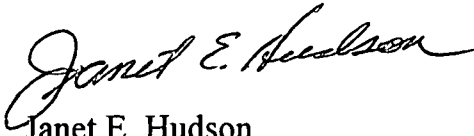
Kindly return stamped copies of the enclosed document not needed for your files
to the undersigned.

Mr. Sidney L. Strickland, Jr.
September 9, 1993
Page 2

A short summary of the enclosed primary document to appear in the
Commission's Index is:

Memorandum of Lease Agreement dated as of July 14, 1993 between
Greenbrier Leasing Corporation, Lessor, and CSX Transportation, Inc.,
Lessee, covering twenty (20) 60' 9", 70-ton, 9' 6" inside width 12' 9½"
inside height autoparts boxcars bearing marks and numbers CSXT 173332
through CSXT 173351, inclusive.

Sincerely,

A handwritten signature in cursive script, reading "Janet E. Hudson".

Janet E. Hudson
Administrative Assistant

jeh
Enclosure

cc: Charles T. Kappler, Esq.

Interstate Commerce Commission

Washington, D.C. 20423

OFFICE OF THE SECRETARY

Janet E. Hudson

Administrative Assistant

The Greenbrier Companies

One Centerpointe Drive, Suite 200

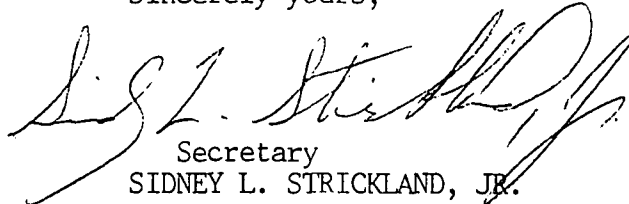
Lake Oswego, Oregon 97035

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303,

on 9/13/93 at 3:05pm, and assigned
recordation number(s). 18395

Sincerely yours,



Secretary
SIDNEY L. STRICKLAND, JR.

Enclosure(s)

2/18/94

18395
SEP 13 1993-3 05 PM
INTERSTATE COMMERCE COMMISSION

MEMORANDUM OF LEASE AGREEMENT
BETWEEN
GREENBRIER LEASING CORPORATION ("LESSOR")
AND
CSX TRANSPORTATION, INC. ("LESSEE")

JULY 14, 1993

Memorandum of a Lease Agreement made and entered into as of July 14, 1993 by and between Greenbrier Leasing Corporation, a Delaware corporation, ("Lessor") and CSX Transportation, a Virginia corporation ("Lessee").

W I T N E S S E T H:

1. Lessor has agreed to furnish to Lessee, and the Lessee has agreed to lease from Lessor twenty (20) 60'9", 70-ton 9'6" inside width 12'9-1/2" inside height autoparts boxcars bearing marks and numbers CSXT 173332 through CSXT 173351, inclusive.
2. The Lease Agreement shall be effective as of the date first set forth hereinabove and shall be subject to the Lease Term, as defined in the Lease Agreement.

IN WITNESS WHEREOF, the parties hereto have caused this instrument to be signed and sealed by their respective corporate officers as of the date and year first above written.

GREENBRIER LEASING CORPORATION

By: Norris M. Webb

CSX TRANSPORTATION, INC.

By: W. H. Gagn

STATE OF OREGON

)

) ss.

COUNTY OF CLACKAMAS

)

On this 8th day of September, 1993, before me personally appeared Norriss M. Webb, to me personally known, who being by me duly sworn, says that he is the Vice President of GREENBRIER LEASING CORPORATION that the foregoing instrument was signed on behalf of said corporation, and he acknowledged that the execution of the said instrument was his free act and deed.


NOTARY PUBLIC

My commission expires: 5/28/94

STATE OF Florida

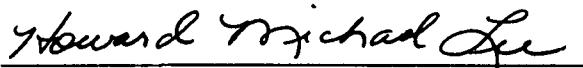
)

) ss.

COUNTY OF Duval

)

On this 16th day of August, 1993, before me personally appeared W.H. Cosgrove, to me personally known, who being by me duly sworn, says that he is the V.P. Service & Equipment of CSX Transportation, Inc. that the foregoing instrument was signed on behalf of said corporation, and he acknowledged that the execution of the said instrument was his free act and deed.


NOTARY PUBLIC

My commission expires:

HOWARD MICHAEL LEE
NOTARY PUBLIC, STATE OF FLORIDA
My Commission Expires July 28, 1995
Commission No CC131234

WORD\L\L080431.CSX